

FORM D

03038707

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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ОМВ А	PPROVAL	
OMB NUMBER:	3235-0076	
Expires:	May 31, 2005	
Estimated average burden	•	
hours per response	1.00	

	SEC USE	ONLY	
Prefix		Serial	
	DATE REC	EIVED	

Name of Offering (check if this is an amendment	and name has changed, and indicate change.)		
Series C Convertible Preferred Stock			
Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendment	Rule 504 □ Rule 505 ■ Rule 506 □ Section 4	(6) □ ULOE	
	A. BASIC IDENTIFICATION DATA		
1. Enter the information requested about the issuer		« NOV 1 ≠ 9Ab2	
Name of Issuer (check if this is an amendment an	d name has changed, and indicate change.)	1 / 1009	
Zipcar, Inc.			
Address of Executive Offices (Number and St	Telephone Number (Including Area Code)		
675 Massachusetts Avenue, 9th floor, Cambridge	, MA 02139	617-491-9900	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	
Brief Description of Business:			
Car sharing services			
Type of Business Organization		other (please specify): PROCESSED	
■ corporation	□ limited partnership, already formed	□ other (please specify):	
□ business trust	☐ limited partnership, to be formed		
	Month Year	NOV 18 2003	
Actual or Estimated Date of Incorporation or Organ	nization 01 00 ■ Actual □ Estimated		
Jurisdiction of Incorporation or Organization: (Ente	r two-letter U.S. Postal Service abbreviation for State:	THOMSON	
	CN for Canada: EN for other foreign jurisdiction)	DE FINANCIAL	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



2. Enter the information requested for t	the issuer has be the power to vot ector of corporat	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		***************************************			
Caloral, Cara VIII					
Griffith, Scott W. Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
			,		
c/o Zipcar, Inc., 675 Massachusetts Ave					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Chase, Robin					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Zipcar, Inc., 675 Massachusetts Ave	nue Oth floor (Combridge MA 02130			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>	2 Denombra Owner	LI LIXCOUNT OFFICE		El Ceneral and of Managing Father
Aldrich, Peter Business or Residence Address	(Number and S	Street, City, State, Zip Co			
Dustices of Residence Address	(rumoci and c	succi, City, State, Zap Co	30)		
c/o Zipcar, Inc., 675 Massachusetts Ave	nue, 9 th floor, (Cambridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			•		
Davis, Paul					•
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Zipcar, Inc., 675 Massachusetts Ave	nua Oth Can (Combridge MA 02120			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		Li Denericiai Owner	Executive officer		Concrat and of Managing Farther
,					
Preotle, Jill C. Business or Residence Address	Ol alamahan and	Street City State 7:- Co	4.3		
Business of Residence Address	(Number and	Street, City, State, Zip Co	ide)		
c/o Zipcar, Inc., 675 Massachusetts Ave	nue, 9 th floor, (Cambridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Rosenfeld, Eric					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
S. C. S. CECNE A. M. A.	oth m	7 .1 13 344 00100			
c/o Zipcar, Inc., 675 Massachusetts Ave Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Li Fromotei	Li Beneficial Owner	□ Executive Officer		General and/or Managing Partner
2 42 1 1 11110 (2000 111110 11101)					
Selig, Jonathan					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Zipcar, Inc., 675 Massachusetts Ave	nue, 9 th floor, (Cambridge, MA 02139			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Danielson, Antje					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
			,		
c/o Zipcar, Inc., 675 Massachusetts Ave	nue, 9th floor, (Cambridge, MA 02139			

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ■ Beneficial Owner □ Promoter □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) **Boston Community Ventures Business or Residence Address** (Number and Street, City, State, Zip Code) 56 Warren Street, Boston, MA 02119 Check Box(es) that Apply: ■ Beneficial Owner □ Promoter ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Hammond, Jean Business or Residence Address (Number and Street, City, State, Zip Code) 104 Spruce Street, Watertown, MA 02472 Check Box(es) that Apply: ☐ General and/or Managing Partner □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Executive Officer □ Director ☐ General and/or Managing Partner □ Promoter □ Beneficial Owner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Executive Officer ☐ General and/or Managing Partner ☐ Promoter □ Beneficial Owner □ Director Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?		a (
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non-	Name (Last name first, if individual) e		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [1	MT] $[NE]$ $[NV]$ $[NH]$ $[NH]$ $[NH]$ $[NM]$ $[NY]$ $[NC]$ $[ND]$ $[OH]$ $[OK]$	_ [HJ] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		·····
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [:	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers	-	
	(Check "All States" or check individual States)	All States	
_ (/ _ (/ _ (/ _ (/	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>4,000,500</u>	\$ <u>2,000,000</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>4,000,500</u>	\$ <u>2,000,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	1	\$ <u>2,000,000</u>
	Non-accredited Investors.		\$
	Total (for filings under Rule 504 only)		¢
	Answer also in Appendix, Column 4, if filing under ULOE		Φ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months		
	prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		ø
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	۵	\$
	Legal Fees		\$_20,000
	Accounting Fees	0	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	<u> </u>	\$
	Other Expenses (identify)	_	\$
		-	\$ 20,000
	Total		\$ <u>20,000</u>

		regate offering price given in response to Part C- use to Part C - Question 4.a. This difference is the			···	
		use to tair (. — Question 4.a. 1 tills disjoince is up			s	3,980,500
5.	for each of the purposes shown. If the and check the box to the left of the esti-	ted gross proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an e- unte. The total of the payments listed must equal t forth in response to Part C - Question 4.b above.	stimate the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and feus		n	\$	п	\$
	Purchase of real estate		П	\$	n	S
	Purchase, rental or leasing and installat	ion of machinery and equipment	n	\$	n	s
	Construction or leasing of plant building	gs and facilities	(1	\$	IJ	\$
	that may be used in exchange for the as	the value of securities involved in this offering sets or securities of another issuer pursuant to a	13	\$	U	s
	-	·;····································	ш	s	u	\$
	·	ment and explore strategic growth options	_ U	\$		\$ 3,980,500
	Other (specify):		- 0	s	מ	5
					-	
		######################################		\$	rı	\$
		**************************************	=	so		\$ 3,980,500
	Total Payments Listed (column totals a	lded)	s 3,980,500			
_						
		D. FEDERAL SIGNATI	J.K.E.			
						
an u	assuer has duly caused this notice to be sindertaking by the issuer to furnish to the accredited investor pursuant to paragraph	gned by the undersigned duly authorized person. U.S. Securities and Exchange Commission, upon a (b)(2) of Rule 502.	If this notice i	s filed under Rute 505, the f t of its staff, the information	ollowing : furnished	signature constitut hy the issuer to a
_	er (Print or Type)	Signature() . Q.	10	Date		
SSEE		Textu!	M	November 12, 2003		
	ear, Inc.		-7			
Zipe	ne of Signer (Print or Type)	Title of Signer (Print or Type)				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)